

[illegible]

AUTHENTICATION OF SIGNATURE

אימות חתימה

I the undersigned, Adv. Uri Sggal
Notary at Rishon-Lezion Israel
hereby certify that on 26/07/98
there appeared before me at my office:

~~Mr.~~ (Mrs. Miss) Taly Spivak-Kroizman
who is known to me personally (~~whose~~
~~identity was proved to me by Identity~~
signed of his (her) (their) own free
will the above document (the attached
the document marked A') (the
document overleaf).

In witness whereof I hereby authenticate
the signature(s) of Mr. (Mrs., Miss)
Tali Spivak- Kroizman
by my own signature and seal this 26/07/98

NIS.131.-NIS fees charged including v.a.t.

Signature



Notary Seal

Person appeared,
separately,
in which his
cable.

אני הנ"מ עו"ד אורי סגל
נוטריון ב' רח' רוטשילד 43 ראשל"צ
מאשר כי ביום 26/07/98 ניצב לפני במשרדי:

מר(ת) טלי סביב- קרויזמן
הידוע לי ידיעה אישית, שהגותו הכתה לי
על-פי העדות וההוכחה (ה) / דרכוננו (ה)
וחתם מרצונו החופשי על המסמך שלעיל
(המפורק והמסומן באות/במספר 'א'
(שנעבר לדף).

ולראיה הנני מאמת את חתימתו של מר(ת) (ה"ה)
טלי סביב- קרויזמן
בחתימת ידי ובחותמי, היום 26/07/98

שכר בסך 131.- ש"ח נדרש כולל מע"מ

חתימה _____
חתימת הנוטריון

* ניצבו יותר מאדם אחד, יש לפרט בשמו של
כל אחד לחוד בציון דרך והוכחת הזהות
שנקטו לגביו.
הערה : מחק את הסעון מחיקה

COMBINED DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled ADAPTOR PROTEIN FRS2 AND RELATED PRODUCTS AND METHODS the specification of which:

_____ is attached hereto.

X was filed on December 1, 1997 as Application Serial No. 08/980,523 and was amended on _____.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the patentability and/or examination of this application in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:
Prior Foreign Application(s):

_____	_____	_____	_____	_____
(Number)	(Country)	(Day/Month/Year Filed)	Yes	No

I hereby claim the benefit under Title 35, United States Code, §119(e) of any United States provisional application(s) listed below.

_____	_____
60/032,093	December 3, 1996
(Application Number)	(Filing Date)

I hereby claim the benefit under Title 35, United States Code, §120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, §112, I acknowledge the duty to disclose material information as defined in Title 37, Code of Federal Regulations, §1.56(a) which occurred between the filing date of the prior application and the national or PCT international filing date of this application:

_____	_____	_____
(Application Serial No.)	(Filing Date)	(Status)

I hereby appoint the following attorneys and/or agents to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith: Richard J. Warburg, Esq., Registration No. 32,327

Kindly recognize as associate attorney:

Roland N. Smoot, Reg. No. 18,718; Conrad R. Solum, Jr. Reg. No. 20,467; James W. Geriak, Reg. No. 20,233; Robert M. Taylor, Jr., Reg. No. 19,848; Samuel B. Stone, Reg. No. 19,297; Douglas E. Olson, Reg. No. 22,798; Robert E. Lyon, Reg. No. 24,171; Robert C. Weiss, Reg. No. 24,939; Richard E. Lyon, Jr., Reg. No. 26,300; John D. McConaghy, Reg. No. 26,773; William C. Steffin, Reg. No. 26,811; Coe A. Bloomberg, Reg. No. 26,605; J. Donald McCarthy, Reg. No. 25,119; John M. Benassi, Reg. No. 27,483; James H. Shalek, Reg. No. 29,749; Allan W. Jansen, Reg. No. 29,035; Robert W. Dickerson, Reg. No. 29,914; Roy L. Anderson, Reg. No. 30,240; David B. Murphy, Reg. No. 31,125; James C. Brooks, Reg. No. 29,898; Jeffrey M. Olson, Reg. No. 30,790; Steven D. Hemminger, Reg. No. 30,755; Jerrold B. Reilly, Reg. No. 32,293; Paul H. Meier, Reg. No. 32,274; John A. Rafter, Jr., Reg. No. 31,653; Kenneth H. Ohriner, Reg. No. 31,646; Mary S. Consalvi, Reg. No. 32,212; Lois M. Kwasigroch, Reg. No. 35,579; Lawrence R. LaPorte, Reg. No. 38,948; Robert C. Laurensen, Reg. No. 34,206; Bradford J. Duft, Reg. No. 32,219; Suzanne L. Biggs, Reg. No. 30,158; Richard J. Warburg, Reg. No. 32,327; Daniel M. Chambers, Reg. No. 34,561; Daniel N. Yannuzzi, Reg. No. 36,727; Jessica R. Wolff, Reg. No. 37,261; Sheldon O. Heber, Reg. No. 38,179; Jeffrey W. Guise, Reg. No. 34,613; F.T. Alexandra Mahaney, Reg. No. 37,668; Charles S. Berkman, Reg. No. 38,077; Anthony C. Chen, Reg. No. 38,673; Edward M. Jordan, Reg. No. 40,666; John C. Kappos, Reg. No. 37,861; John M. Johnson, Reg. No. 33,334; Stephen S. Korniczky, Reg. No. 34,853; Jonathan T. Losk, Reg. No. 39,755; Theodore S. Maceiko, Reg. No. 35,593; Hope E. Melville, Reg. No. 34,874; Jeffrey A. Miller, Reg. No. 35,874; Kurt T. Mulville, Reg. No. 37,194; Clarke W. Neumann, Reg. No. 39,789; Vicki Norton, Reg. No. 40,745; Kenneth S. Roberts, Reg. No. 38,283; Thomas R. Rouse, Reg. No. 40,793; James K. Sakaguchi, Reg. No. 41,285; James K. Sakaguchi, Reg. No. 41,285; Carol A. Schneider, Reg. No. 34,923; Gary H. Silverstein, Reg. No. 39,372; Sheryl R. Silverstein, Reg. No. 40,812; Brent D. Sokol, Reg. No. 38,621; Jeffrey D. Tekanic, Reg. No. 36,031; Christopher A. Vanderlaan, Reg. No. 37,747; David E. Wang, Reg. No. 38,358; Lisa Ward Karmelich, Reg. No. 41,421; Michael J. Wise, Reg. No. 34,047; Wesley Ames, Reg. No. 40,893; Charles Balgenorth, Reg. No. 37,586; Thomas J. Brindisi, Reg. No. 40,348; James P. Brogan, Reg. No. 35,833; David T. Burse, Reg. No. 37,104; Bruce G. Chapman, Reg. No. 33,846; Farshad Farjami, Reg. No. 41,014; Charles C. Fowler, Reg. No. 39,675; and Corrine M. Freeman, Reg. No. 37,625.; of LYON & LYON, 633 West Fifth Street, Suite 4700, Los Angeles, California 90071-2066 telephone (619) 552-8400, and Christopher J. Smith, Registration No. 40,179 of Sugan, Inc., 351 Galveston Drive, Redwood City, California 94063.

Address all telephone calls to Richard J. Warburg, Esq. at telephone no. (619) 552-8400.

Address all correspondence to Richard J. Warburg, Esq., LYON & LYON LLP, 633 West Fifth Street, Suite 4700, Los Angeles CA 90071.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patents issuing thereon.

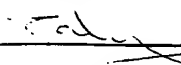
Full name of first inventor Haruhiko Kouhara

Inventor's signature _____ Date: _____

Residence 1-1-10-801, Naniwa-ku, Osaka, Osaka 556-0021, Japan

Citizenship Japan

Post Office Address 1-1-10-801, Naniwa-ku, Osaka, Osaka 556-0021, Japan

Full name of second inventor Taly Spivak-Kroizman
Inventor's signature  Date: 20-7-98
Residence 17 Ma'ale Hachamisa st., Rishon LeZiyyon, Israel, 75228
Citizenship Israel
Post Office Address 17 Ma'ale Hachamisa st., Rishon LeZiyyon, Israel, 75228

Full name of third inventor Irit Lax
Inventor's signature _____ Date: _____
Residence 3401 Lenox Drive, Fair Lawn, New Jersey 07401
Citizenship Israel
Post Office Address 3401 Lenox Drive, Fair Lawn, New Jersey 07401

Full name of fourth inventor Joseph Schlessinger
Inventor's signature _____ Date: _____
Residence 37 Washington Square, New York, New York 10011
Citizenship Israel
Post Office Address 37 Washington Square, New York, New York 10011

ASSIGNMENT

For valuable consideration, we, Haruhiko Kouhara of Osaka, Japan; Taly Spivak-Kroizman of Rehovot, Israel; Irit Lax of Fair Lawn, New Jersey; and Joseph Schlessinger of New York, New York; hereby assign to New York University Medical Center, a non-profit corporation having a place of business at 550 First Avenue, New York, NY 10016, and its successors and assigns (collectively hereinafter called "the Assignee"), the entire right, title and interest throughout the world in the inventions and improvements which are the subject of an application for United States Patent filed on December 1, 1997, U.S. Serial No. 08/980,523, and related applications and patents, entitled ADAPTOR PROTEIN FRS2 AND RELATED PRODUCTS AND METHODS, this assignment including said application, any and all United States and foreign patents granted for any of said inventions or improvements, including all divisions, continuations, reissues, continuations-in-part and extensions thereof, and the right to claim priority based on the filing date of said application under the International Convention for the Protection of Industrial Property, the Patent Cooperation Treaty, the European Patent Convention, and all other treaties of like purposes; and we authorize the Assignee to apply in all countries in our name or in its own name for patents and like rights of exclusion and for inventors' certificates for said inventions and improvements; and we agree for ourselves and our respective heirs, legal representatives and assigns, without further compensation to perform such lawful acts and to sign such further applications, assignments, Preliminary Statements and other lawful documents as the Assignee may reasonably request to effectuate fully this Assignment.

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this ____ day of _____, 1998.

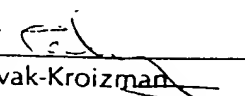
Haruhiko Kouhara

Certificate of Acknowledgement

Before me this ____ day of _____, 1998, personally appeared Haruhiko Kouhara, known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained. He further acknowledged that he understood the contents of the document.

Diplomatic or Consular Office of the United States of America

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this _____ day of _____, 1998.


Taly Spivak-Kroizman

State of _____ :
County of _____ : ss.

Before me this _____ day of _____, 1998, personally appeared Taly Spivak-Kroizman known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this _____ day of _____, 1998.

Irit Lax

State of _____ :
County of _____ : ss.

Before me this _____ day of _____, 1998, personally appeared Irit Lax known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires:

IN WITNESS WHEREOF, I hereto set my hand and seal at _____,
this _____ day of _____, 1998.

Joseph Schlessinger

State of _____ :
ss.

County of _____ :

Before me this _____ day of _____, 1998, personally appeared Joseph Schlessinger known to me to be the person whose name is subscribed to the foregoing Assignment and acknowledged that he executed the same as his free act and deed for the purposes therein contained.

[Notary's
Seal Here]

Notary Public

My commission expires: